

I-195 REDEVELOPMENT DISTRICT COMMISSION

MEETING OF COMMISSION

PUBLIC SESSION

June 10, 2013

The I-195 Redevelopment District Commission (the "District") met on Monday, June 10, 2013, in Public Session, beginning at 5 PM, at the offices of the Rhode Island Economic Development Corporation, located at 315 Iron Horse Way, Suite 101, Providence, Rhode Island, pursuant to notice of the meeting to all Commissioners and public notice of the meeting, a copy of which is attached hereto, as required by applicable Rhode Island law.

The following Commissioners were present and participated throughout the meeting as indicated: Chairperson Colin Kane, Ms. Barbara Hunger, Ms. Diana Johnson, Mr. John Kelly, Dr. Barrett Bready and Mr. Michael Van Leesten. Also present was non-voting Commissioner, Mr. Marcel Valois.

Mr. Mark Ryan and non-voting Commissioner, Mr. Ruben Flores-Marzan, were absent.

Also present were Ms. Jan Brodie, Executive Director, Mr. Michael Walker, as staff assigned by the Rhode Island Economic Development Corporation, and Mr. Charles F. Rogers of Edwards Wildman Palmer LLP, legal counsel to the District.

Chairperson Kane called the meeting to order at 5:05 PM.

1. APPROVAL OF THE MINUTES OF THE MEETING HELD ON MAY 13, 2013

Chairperson Kane stated that the minutes of the meeting of May 13, 2013 has been distributed to the Commissioners and asked if there were any comments or corrections.

There being none, upon motion duly made by Dr. Bready and seconded by Mr. Van Leesten, the following vote was adopted:

VOTED: To approve the minutes of the meeting held on May 13, 2013 as submitted.

Voting in favor of the foregoing were: Chairperson Kane, Ms. Hunger, Ms. Johnson, Mr. Kelly, Dr. Bready and Mr. Van Leesten.

Voting against the foregoing were: None.

2. REVIEW AND DISCUSSION REGARDING PROPOSED COMMISSION WORK PLAN AND SCHEDULE

Chairperson Kane introduced Mr. Marcel Valois, the new Executive Director of the Rhode Island Economic Development Corporation (the "EDC"), as the new representative of the EDC on the Commission. Chairperson Kane introduced Executive Director Brodie and asked her to discuss her activities to date and plans for the next six months.

Ms. Brodie then provided a brief overview of her activities since joining the Commission full time on May 20, 2013. She noted that she has met with each of the Commissioners individually in order to obtain the perspectives and concerns of each.

Ms. Brodie noted that she had distributed to the Commissioners a schedule of proposed activities for the next six months (a copy of that schedule is attached hereto). She noted that she believes that it is important to have graphic materials, a website and communications strategy to promote the District and offer consistent public awareness of the Commission's activities. She also suggested that an urban design firm be retained to work on a Design and Development Frameworks to elicit professional, sustainable development proposals from the business community, and to offer the Commission a guideline on how to judge one proposal compared to another. She suggested that the selected urban planning firm be one with a national and international focus, hoping to reach interested parties from both within Rhode Island and from outside state lines.

With respect to the six-month schedule, Ms. Brodie noted that she has broken it down into various timelines; for example, activities to be completed within two months, activities to be completed within three to four months and so on but noted that tasks may vary, but that all of the activities need to be proceeding simultaneously. She noted that she is advertising to hire an assistant and hopes to have an individual in place by August 1, 2013. In addition, she would hope to identify separate office space for the Commission and move in to that space by September 1, 2013.

Ms. Brodie briefly reviewed the status of the Rhode Island Department of Transportation's (the "DOT") progress on commencing road construction and utility installation and noted that bi-weekly meetings with the DOT to review project status will commence beginning on June 13, 2013.

Mr. Kelly asked if the District is authorized to lease parcels, as well as sell them. Mr. Rogers said that the enabling legislation allows the District to enter into ground leases, and that there is nothing in the bond documents which would prohibit this. Mr. Kelly noted that this topic should be a matter of further discussion at a future meeting.

3. APPROVAL OF REQUEST OF JOHNSON & WALES UNIVERSITY TO USE DISTRICT PROPERTY FOR "LAY DOWN" AREA DURING CONSTRUCTION OF NEW FACILITY

Ms. Brodie informed the Commissioners that Johnson & Wales University (“JWU”) has made a request to be granted an easement on a portion of Parcel 30 while JWU builds its new physician assistant facility. The easement would allow JWU to store construction equipment and materials on a portion of Parcel 30. JWU would be responsible for keeping the area secured and providing insurance. The easement would be for a term ending on the earlier of one year or completion of the construction. In addition, after completion of construction and removal of its equipment and materials, JWU would also have the right to landscape and maintain the area until such time as either the District or JWU elects to terminate the easement. There was a brief discussion of the terms and conditions of the easement agreement.

Thereafter, upon motion duly made and seconded, the following vote was adopted:

VOTED: To approve the execution of an easement agreement with Johnson & Wales University with respect to a portion of Parcel 30 in substantially the form submitted to the Commission by Johnson & Wales University.

Voting in favor of the foregoing were: Chairperson Kane, Ms. Hunger, Ms. Johnson, Mr. Kelly, Dr. Bready and Mr. Van Leesten.

Voting against the foregoing were: None.

4. DISCUSSION OF FUSS & O’NEILL’S SCOPE OF WORK FOR SUPPLEMENTAL ENGINEERING SERVICES

Ms. Brodie then noted that a written proposal for supplemental engineering services has been submitted by Fuss & O’Neill, and copies of that proposal have been distributed to the Commissioners. Under that proposal, Fuss & O’Neill would complete work necessary to satisfy the Rhode Island Department of Environmental Management’s (the “DEM”) requirements to obtain project permits and approvals from the DEM and the Coastal Resources Management Council.

Ms. Brodie noted that the number of hours which Fuss & O’Neill proposed for the project have been substantially reduced, and she noted that the District needs to exercise care in how Fuss & O’Neill are utilized. She also noted that none of the work in the supplemental proposal has been previously approved.

Mr. Kelly noted that it is important that the fee proposal be a “cap,” and that Fuss & O’Neill be held to the financial terms of the proposal. There was agreement on this point.

Following further discussion, there was consensus that it is appropriate to proceed to retain Fuss & O’Neill to perform supplemental engineering work.

5. APPROVAL OF DISSOLUTION OF DUPLICATE DISTRICT CORPORATE ENTITY

Mr. Rogers noted that, while most Rhode Island corporations are created by filing documents with the Secretary of State, the District was created by an Act of the General Assembly. Mr. Rogers also noted that apparently in 2011, in order to be able to open a bank account, it was determined that Articles of Incorporation for the District should be filed with the Rhode Island Secretary of State. As a result, it now appears that there are duplicate entities known as I-195 Redevelopment District; the entity created by the General Assembly, and a duplicate entity created by the filing of the Articles of Incorporation. At the very least, this creates unnecessary confusion, and it is suggested that the duplicate entity be dissolved by filing appropriate documents with the Secretary of State. In order to file such documents, a vote authorizing execution is required by the Commissioners.

Upon motion duly made and seconded, the following vote was adopted:

VOTED: That the District be authorized to dissolve the Rhode Island corporation known as "The I-195 Redevelopment District" which was formed on December 13, 2011 such entity no longer serving any purpose.

Voting in favor of the foregoing were: Chairperson Kane, Ms. Hunger, Ms. Johnson, Mr. Kelly, Dr. Bready and Mr. Van Leesten.

Voting against the foregoing were: None.

6. CHAIRMAN'S REPORT/AGENDA FOR JULY 8, 2013 MEETING

Chairperson Kane then made the following comments:

1. Property maintenance contracts are up-to-date. Property maintenance must be performed to a high commercial standard.
2. The "shadow" parking issue remains. The DOT installed granite curbing make parking difficult, but much of the curbing has been moved. Chairperson Kane mentioned the possibility of installing jersey barriers around the perimeter of the parcels in order to make parking impossible.
3. There has been discussion of construction of a parking garage on the lot next to the Garrahy Judicial Complex. A commission has been created by the General Assembly, and Chairperson Kane has been appointed to that commission. It is hoped that the study performed by that commission will be combined with work done by the District with respect to addressing the anticipated parking problems associated with development of the I-195 parcels.

Chairperson Kane thanked Mr. Walker and Mr. Valois for their efforts and those of the EDC in getting Ms. Brodie set up in her office and otherwise up and running.

With respect to the next meeting on July 8, 2013, Chairperson Kane said that there would be an update on the overhead wire issue. In addition, an effort would be made to schedule interested parties to make their presentations to the District.

There being no further business in Public Session, upon motion duly made and seconded, the meeting was adjourned at 6:05 PM.

A handwritten signature in black ink, appearing to be 'PK' with a long horizontal stroke extending to the right.

Colin P. Kane
Chairperson

PUBLIC NOTICE OF MEETING

A meeting of the I-195 Redevelopment District Commission will be held at **Rhode Island Economic Development Corporation, 315 Iron Horse Way, Providence, Rhode Island**, on **MONDAY, JUNE 10, 2013**, beginning at **5:00 p.m.**, for the following purposes:

Call to Order: The Chairperson

1. Welcome by Chairperson: Chairperson Colin Kane.
2. To approve the minutes of the meeting held on May 13, 2013. (Tab 1.)
3. Review and Discussion Regarding Proposed Commission Work Plan and Schedule.
4. Approval of Request of Johnson & Wales to Use District Property for "Laydown" Area During Construction of New Facility.
5. Discussion of Fuss & O'Neill Scope of Work for Supplemental Engineering Services.
6. Approval of Dissolution of Duplicate District Corporate Entity.
7. Chairman's Report/Agenda for July 8, 2013 Meeting.
8. Vote to Adjourn.

195 Redevelopment Commission

1st 6 months: June 10 – November 20, 2013

Commission Meeting Schedule thru EOY 2013

Monday, June 10th

Monday, July 8th

Monday, August 19th

Monday, September 9th

Monday, October 21st

Monday, November 18th

Monday, December 9th

Months 1-2 Activities and Deliverables

Communication, Graphics and Public Relations – Consultant, Staff with Commission

- Write SOW, RFP to Graphics/Communications firms (3-5)
- Select and contract Communications firm
- Ongoing introductions to Elected Officials: Governor's Office, Legislature, Mayor, City Council
- Ongoing participation in Stakeholder meetings (JDA, FPNA, PPS, CHNA, Foundation, Institutions, Chamber, etc.)

Visioning/Framework Creation - Staff, Commission Subcommittee

- Meet with Neighboring Institutions Planning Professionals/Staff
- Form Subcommittee: Design standards, preferred uses, scoring criteria, phasing options
- Write SOW, RFP to Urban Design & Development Frameworks

Property Maintenance - Staff, EDC, Commission Subcommittee

- RFP, Select and Contract for landscape
- DOT bi-weekly meetings - scope and schedule
- Oversight of site management, parking, signage
- Coordinate with DOT and JWU construction

Legal and Title – Edwards & Wildman, Staff, Commission

- Resolve outstanding title issue
- Document procurement policy
- Document HR policy

Open Space Design and Art Installations - Staff, F&O, Commission Subcommittee

- Updates from Subcommittee, Fundraising - iconic art
- Meet with DOT bi-weekly-on spec and schedule (Schematic to DD)
- Coordinate with Providence Foundation on City-wide parks, JDNA CityWalk
- Interim use options-coordinate with DOT, Art Subcommittee, for Marketing impact

Environmental, Permitting, Parking/Transportation - Staff, F & O

- Monthly update with Fuss & O'Neill on schedule and outcomes, environmental and utilities
- Documents on central filing system
- RIDEM Program Letter and Public Notice; Submit Comments, CRMC and RIDEM Acceptance
- Coordinate and develop permit protocols and standards; hire consultants only if needed
- Parking/Transportation Subcommittee created; hold workshop, study of options and solutions

195 Administration/Staffing

- Job Description and outreach for Project Assistant
- Employment contract for ED, HR benefits and policies
- Get computer, email, filing set up
- Document billing and budgeting protocols

Months 3-4 Activities and Deliverables

Communication, Graphics and Public Relations – Consultant, Staff with Commission

- Review and finalize branding, logo images
- Review and approve Communications strategy, including on-going schedule
- Implement market positioning and expectations communication
- On-going communication with Stakeholders, Permitting agencies and Institutions

Sales and Marketing Plan - Staff, Consultant, Commission Subcommittee

- Outreach and market to brokers, developers, investors and businesses to Northeast major urban centers
- Research Pittsburg, Boston, Portland, other ... for best practices; who goes and where
- Subcommittee Update: Design standards, preferred uses, scoring criteria for disposition, phasing
- Select and contract Urban Design Developer Package-supply information and manage deliverables
- Meeting with PPH re: Parcel 41

Property Maintenance - Staff, Commission Subcommittee

- On-going DOT bi-weekly meetings
- Bridge maintenance standards/coordination
- Solicit proposals, review and contract for snow removal
- City repair of northern portion of East Side river walk

Legal and Title – Edwards & Wildman, Commission, Staff

- Resolve outstanding title issues (2)
- Permitting protocols
- Review and approval of RFQ/RFP to developers and investors

Open Space Design and Art Installations - Staff, Commission Subcommittee

- On-going meetings with DOT on park design and schedule
- Subcommittee Update: fundraising, iconic art, grants and interim art
- Interim use options reviewed and selected – contract for implementation
- On-going meetings for City park system, including CityWalk

Environmental, Permitting, Parking/Transportation - Staff, Planning

- Monthly update with Fuss & O'Neill on schedule and outcomes, environmental and utilities
- Summarize permitting process, protocols and create transaction prototype for developer package
- RIDEM Decision Letter, RAP Submission; Submit CRMC, RIDEM Water Quality; Public Notice
- Parking and Transportation Subcommittee: findings, implementation options

Business Friendly – Staff, Commission, City, State

- Ongoing dialog with City officials re: City goals and objectives
- State Business Incentive Plan: work with RIEDC, Governor's office, Legislature
- Develop Knowledge-based Business tax credit, or equivalent—how could it work
- Meet with regional bankers

195 Administration/Staffing

- Hire Project Assistant
- Find new office space, sign lease
- Set up computer, email, filing in new space
- Follow through on state budgeting reports and approvals

Months 4-6 Activities and Deliverables

Sales and Marketing Plan Implementation- Staff, Commission Subcommittee

- On-going outreach to brokers, investors, developers and businesses
- Subcommittee Update: Finalize design standards, uses, disposition criteria, phasing
- ***Design & Development Frameworks completed and circulated***
- Invite and present to brokers, developers, businesses from RI, NY, MA and CT

Communication and Public Relations – Consultant, Commission, Staff

- Presentations: Gov't Leadership (Feds, State, City)
Media
RISD, Brown, JWU, URI
Fox Point NA, Jewelry District NA, College Hill NA
Hospitals
Public Forum – Panel discussions, other

Interested Party Review – Staff, Commission

- Establish protocols for presentation of proposals
- Set schedule for review, interviews, scoring

Business Friendly – Staff, Commission, City, State

- Ongoing dialog with City officials re: City goals and objectives
- State Business Incentive Plan: work with RIEDC, Governor's office, Legislature
- Develop Knowledge-based Business tax credit, or equivalent—how could it work
- Meet with regional bankers

Legal and Title – Edwards & Wildman, Commission, Staff

- Summarize and present title and legal documents for developer/investor package
- Meet with City Assessor to establish and record Plat and Lot for each parcel
- RFQ/RFP finalized

Open Space Design and Art Installations - Staff, Commission Subcommittee

- On-going meetings with DOT on park design and schedule
- Subcommittee Update: fundraising, iconic art, grants and interim art
- Interim uses implementation
- On-going meetings for City park system, including CityWalk

Environmental, Permitting, Parking/Transportation - Staff, F & O

- Monthly update with Fuss & O'Neill on schedule and outcomes, environmental and utilities
- RIDEM RAP Approval; Site Plan Verification
- Parking/Transportation Subcommittee: move solutions (Garrahy?) forward for East Side and West Side
- On-going coordination with NBC, CRMC, PWC, City Engineer, NGrid

Property Maintenance - Staff, Commission Subcommittee

- On-going DOT bi-weekly meetings
- Bridge maintenance standards/coordination

- City repair of northern portion of East Side river walk